

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF PUERTO RICO

IN RE:

UNIVERSAL DOORS AND WINDOWS
MANUFACTURE INC.

DEBTOR

CASE NO. 15-01120 ESL

CHAPTER 11

APPLICATION OF UNIVERSAL DOORS AND WINDOWS MANUFACTURE INC. PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2014(a) FOR AN ORDER UNDER SECTIONS 1107(a) AND 327(a) OF THE UNITED STATES BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT AND RETENTION OF NELSON ROBLES-DIAZ LAW OFFICES, P.S.C. AS DEBTOR'S COUNSEL

CA
UNIVERSAL DOORS AND WINDOWS MANUFACTURE INC. (the "Debtor" or "Universal"), respectfully submits this Application (the "Application") to the Court for an order, (1) authorizing the Debtor to retain and employ Nelson Robles-Diaz, P.S.C. ("Robles-Diaz"), as counsel in these proceedings (the "Case") pursuant to section 1107(a) and 327 (a) of the United States Bankruptcy Code (the "Bankruptcy Code"), and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), LBR 2014-1 and (2) determining, pursuant to Bankruptcy Code Section 328(a) and Bankruptcy Rule 2014, that the terms and conditions of Robles-Diaz's employment by the Debtor are reasonable. To support this Application the Debtor relies on the Verified Statement of Attorney Nelson Robles-Diaz (the "Robles Affidavit"), sole partner at Robles-Diaz, sworn to on March 4th, 2016, and attached hereto as Exhibit 1.

Introduction: Jurisdiction, Legal Bases and Brief Background

1. Jurisdiction is based on 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. The legal grounds for the Application are Bankruptcy Code sections 101, 327, 328 and 1107(a) and Bankruptcy Rule 2014(a)].

3. On or around February 29th, 2016 Universal retained Robles-Diaz to, inter alia, prepare for, and /or continue with Debtor's Bankruptcy petition under Chapter 11 of the Bankruptcy Code and any other related matter filed by said corporation.

4. From February 29th, 2016 through today, Robles-Diaz provided necessary services in preparation to the above mentioned bankruptcy petition proceeding.

Grounds for Granting the Application

5. Attorney Nelson Robles-Diaz is a member of the Federal Bar in Puerto Rico and has substantial experience litigating chapter 7 and complex chapter 11 cases before this Honorable Court.

7. The Debtor is aware of its alternatives for counsel and has selected Robles-Diaz, which also has experience in transactional, litigation, and other areas of business and bankruptcy law that will likely be at issue in this case. The Debtor believes that Robles-Diaz is well qualified to represent it as counsel in a cost-effective, efficient and timely manner.

8. Robles-Diaz will provide such legal services to the Debtor, as the Debtor deems appropriate during the course of this case, specifically in all matters related to the petition under the provisions of Chapter 11 of the Bankruptcy Code. Such services will include, but are not limited to those services set forth below:

- a. prosecuting the motions and applications filed ;
- b. advising/representing the Debtor with respect to its duties, rights and powers;
- c. advising/representing the Debtor in negotiations with creditors;
- d. advising/representing the Debtor in analyzing the claims;

- e. advising/representing the Debtor with respect to its various investigations of claims, causes of action and other matters;
- f. advising/representing the Debtor with respect to any negotiations and litigation that may be necessary, and at hearings and other proceedings;
- g. advising/representing the Debtor with respect to pleadings and applications as may be necessary in furtherance of the Debtor's interests and objectives; and
- h. advising/representing the Debtor with respect to such other matters as may be required and are deemed to be in the interests of the Debtor in accordance with the applicable law.

FURTHER DISCLOSURES

9. Neither Robles-Diaz nor any of its employees: (i) is a creditor, an equity security holder or an insider of the Debtor; (ii) is or was, within two years before the Petition Date, a director, officer, or employee of the Debtor; or (iii) has an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship in connection with, or interest in, the Debtor, or for any other reason. Accordingly, Robles-Diaz is a "disinterested person" within the meaning of Sections 101(14) and 327 of the Bankruptcy Code.

10. In connection with its potential retention in this chapter 11 case, Robles-Diaz conducted a thorough investigation to ascertain the existence/absence of conflicts and connections with the Debtor, its creditors, equity security holders and other parties-in-interest.

11. As of the date of this Application, Robles-Diaz has completed its investigation with respect to all creditors and parties-in-interest whose names have been given to Robles-Diaz, by the Debtor (including, but not limited to, the creditors identified on the Debtor's List of 20 Largest Creditors and the parties-in-interest set forth on the mailing matrix).

12. Robles-Diaz will investigate any new parties-in-interest of which it becomes aware. Robles-Diaz will promptly file supplemental affidavits if any new relevant facts or relationships are discovered or arise as required by Rule 2014(a) of the Bankruptcy Rules.

13. Based on the above mentioned investigation, Robles-Diaz has determined that it has no connection with the Debtor, its creditors, equity holder or other parties-in-interest or their respective attorneys or accountants, or the United States Trustee, or any person employed in the office of the United States Trustee, except as set forth herein and in the Robles' Affidavit.

SPECIFIC DISCLOSURES

14. Robles-Diaz has had contacts (primarily with respect to the El Comandante case and other public chapter 11 proceedings) wholly unrelated to the Debtor and this case with following entities:

- Banco Popular de Puerto Rico
- As former partner of Martinez Odell & Calabria, Nelson Robles-Diaz worked in some cases representing the legal interest of FirstBank and Banco Popular de Puerto Rico, but none related to Debtor.
- The various taxing authorities for the Commonwealth of Puerto Rico; and
- Office of the United States Trustee.

15. Robles-Diaz has disclosed, in advance, that it has worked with and/or against (or had other professional and/or social connections with) various other attorneys that will inevitably be involved in this proceeding.

16. To the best of the Debtor's knowledge, Robles-Diaz does not hold or represent any interest adverse to the Debtor's estate. Robles-Diaz and the Debtor submit therefore that it is a "disinterested person," as that phrase is defined in Section 101(14) of the Bankruptcy Code.


Retention as of the Effective Date

17. Debtor respectfully requests that this Application be approved effective as of February 29th, 2016, though the Debtor expects that Robles-Diaz's fee applications will also cover the short period of time during which Robles-Diaz provided services necessary to file pertinent pleadings and in preparation for the schedules related to the above mentioned bankruptcy petition in order to make this chapter 11 confirmation possible.

Compensation of Robles-Diaz

18. Robles-Diaz will apply to the Court for payment of compensation and reimbursement of expenses rendered in connection with its representation of the Debtor as local counsel.

19. Robles-Diaz will maintain detailed records of (i) its services and (ii) any actual and necessary costs and expenses incurred in connection with its legal services.

 20. The terms of compensation agreed between Debtor and Robles-Diaz are the following:

- a. A retainer of five thousand dollars **(\$5,000.00)**¹ to be paid upon within the next three working days. The professional services to be rendered will be as follows:
 - i. a rate of **\$250.00 per hour** for attorney Nelson Robles-Diaz plus any costs and expenses incurred by Robles-Diaz, in connection with its legal services.
 - ii. a rate of **40/50 per hour** for paralegals and law clerks respectively.


¹ One payment of \$3,500.00 upon execution of the engagement letter and a second payment of the same amount one week after the first payment.

21. To the best knowledge of Robles-Diaz the retainer was generated from Debtor's operations of his business.

22. The Debtor's counsel fully understands that any compensation to be received is subject to Court's approval upon a proper application and notice thereof and has agreed to consult with the debtor at all times in connection with the work performed.

LBR 9013-1(h) Notice

24. Pursuant to LBR 9013-1(h), the Debtor provides the following notice:

 Within fourteen (14) days after service as evidenced by the certification (plus an additional three (3) days pursuant to Fed. R. Bank. P. 9006(f) if you were served by mail), any party against whom this paper has been served, or any other party to the action who objects to the relief sought herein, shall serve and file an objection or other appropriate response to this paper with the Clerk's office of the U.S. Bankruptcy Court for the District of Puerto Rico and serve a copy of the same on the undersigned. If no objection or other response is filed within the time allowed herein, the paper will be deemed unopposed and may be granted unless: (i) the requested relief is forbidden by law; (ii) the requested relief is against public policy; or (iii) in the opinion of the Court, the interest of justice requires otherwise.

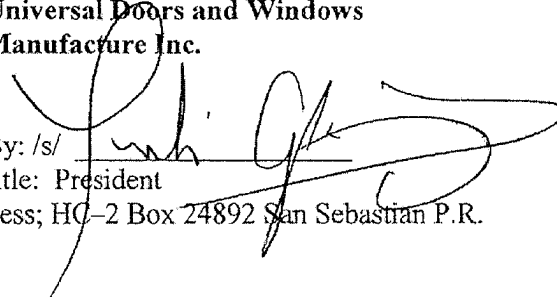
WHEREFORE, the Debtor requests that this Court enter an Order approving the employment of Robles-Diaz as the Debtor's counsel, effective as of April 23, 2015 (recognizing that Robles-Diaz's fee applications will include the period of April 23, 2015 through the approval of the appointment as counsel).

Dated: March 3rd, 2016

San Juan, Puerto Rico

Respectfully submitted,

**Universal Doors and Windows
Manufacture Inc.**

By: /s/ 
Title: President

Address: HC-2 Box 24892 San Sebastian P.R.

San Juan, PR. 00919

Prepared for the Debtor By:

NELSON ROBLES-DIAZ LAW OFFICES
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Proposed Counsel for the Debtor

Proof of Service

The undersigned certifies that on even date herewith, she caused the above pleading to be served electronically (via ECF) on all parties having registered with the Court's ECF program in this case.

/s/ Nelson Robles- Diaz
Nelson Robles-Diaz